BORA LASKIN LAW LIBRARY
3 1761 03870 6289

SUPPLEMENTARY MATERIALS ON BUSINESS ORGANIZATIONS I

FOR USE IN THE 1994-1995 ACADEMIC YEAR

PROFESSOR RON DANIELS

Not for commercial sale
Student use only

Faculty of Law
University of Toronto

Storage

KF
1374
D36
1994

BORA LASKIN LAW LIBRARY

SEP 15 1994

FACULTY OF LAW
UNIVERSITY OF TORONTO

BORA LASKIN LAW LIBRARY
UNIVERSITY OF TORONTO

SUPPLEMENTARY MATERIALS ON BUSINESS ORGANIZATIONS I

FOR USE IN THE 1994-1995 ACADEMIC YEAR

PROFESSOR RON DANIELS

Not for commercial sale
Student use only

Faculty of Law
University of Toronto

Digitized by the Internet Archive
in 2018 with funding from
University of Toronto

https://archive.org/details/supplementarymat00dani_1

Contents

Partnerships Act 1

Limited Partnership Act 15

Philip Anisman, "The Commission as Protector of Minority Shareholders," (1989), L.S.U.C. Special Lectures 451 pp. 455-7 31

Jeffrey G. MacIntosh, "The Excessive Use of Police Statements by Canadian Securities Regulators," Faculty of Law, University of Toronto 35

Ron Daniels & Ed Morgan, "The fine line dividing law-making, enforcement" Financial Post May 29, 1993 41

Ainsley Financial Corporation et al v. Ontario Securities Commission, Ontario Court of Justice (General Division) 42

Ron Daniels & Ed Morgan, "Court Rulings alters OSC's policy, rules", The Financial Post August 28, 1993 51

"Economic Analysis of the Corporation" 52

Saskatchewan Economic Development Corp. v. Patterson-Boyd MFG. Corp. [1981] 2 W.W.R. 40, 6 Sask. R. 325 61

Costello v. Fazio, U.S. Court of Appeals, Ninth circuit, 1958 256 F.2d 903 . . . 64

Westmorland and enchant Resources Ltd v. Old MacDonald's Farms Ltd, McAfee and McAfee, B.C. Law Reports 70 B.C.L.R. 332 69

Bernardin, Inv. v. Midland Oil Corp. 50 F.2d 771 (5th Cir. 1975) 71

Stone v. Eacho, 127 F.2d 284 (4th Cir. 1942) 75

Minton v. Cavaney, Supreme Court of California in Bank, 1961, 15 Cal. Reptr. 641, 364 P.2d 473, 56 C.2d 576 78

Barrette v. Crabtree Estate, [1993] 1 S.C.R. 1027 (headnote) 80

R. v. Bata Industries Ltd. (1992) 9 O.R. (3d) 329 (Ont. Prov. Ct), per Ormston Prou Diu, J. 81

Berger v. Willowdale A.M.C. (1983), 41 O.R. (2d) 89, 145 D.L.R. (3d) 85

From Ontario Securities Act and Regulations, 1992, ... 90

Canadian Express Ltd v. Blair (1989), 46 B.L.R. 92, (Ont. H. Ct.) 94

Part IV, V of O.S.C. National Policy #41 in Ontario Securities Act and Regulations, 1992 96

Cracker Barrel Old Country Store, Inc. Excerpted from Federal Securities Law Reports (U.S.) (1992-3) 99

Palmer v. Carling O'Keefe Breweries of Canada Ltd et al., (1989), 41 B.L.R. 128 103

Excerpted from "The Mandatory/Enabling Debate in Canadian Corporate Law" by Jeffrey MacIntosh, Commercial and Consumer Law Workshop at McGill U., 1992 107

OSC Policy 9.1 (excerpt) in Ontario Securities Act and Regulations 1992 117

Part XX, Ontario Securities Act 120

Part X, Ontario Securities Act Regulation 128

From Alboini, Securities Law and Practice 132

Excerpted from The Toronto Stock Exchange Members' Manual, Vol. II 136

Sparling et al v. Royal Trustco Ltd et al (1984) 6 D.L.R. (4th) 682 145

Roberta Romano, "A Guide to Takeovers: Theory, Evidence and Regulation" (1992), 9 Yale J. on Reg. 119 148

Jeffrey MacIntosh, "The Poison Pill: A Noxious Nostrum for Canadian Shareholders (1989), 15 CBLJ 276 152

Jeffrey MacIntosh, "Poison Pills in Canada: A Reply to Dey and Yalden (1991) 17 CBLJ 323 158

Unocal Corp v. Mesa Petroleum Co. Excerpt taken from : William L. Cary, Melvin A. Eisenberg, Corporations: Cases and Materials 6th ed. (Westbury, N.Y. 1988) 1218-1231 164

Revlon, Inc. v. MacAndrews & Forbes Holdings, Inc. Excerpt taken from Cary and Eisenberg, Corporations, Cases and Materials (1988) 1241-53 171

Paramount Communications, Inc. v. Time Inc. Del. Supr. 571 A.2d 1140 (1989) 178

347883 Alberta Ltd v. Producers Pipelines Inc [1991] 4 W.W.R. 577 186

Securities Act, R.S.O. 1990 c.S.5; as amended by S.O. 1992, c.18, s.56 extracted are ss. 75-6, 122-3, 134 196

Lindzon v. International Sterling Holdings Inc. et al (1989) 45 B.L.R. 57 (B.C.S.C.) (headnote only) 199

85956 Holdings Ltd. v. Fayerman Brothers Ltd. (1986) 32 B.L.R. 204 (Sask. C.A.) 200

Neonex International Ltd. v. Kolasa (1978) 84 D.L.R. (3d) 446, [1978] 2 W.W.R. 593, 3 B.L.R. 1 204

C.T.C. Dealer Holdings Ltd. et al v. Ontario Securities Commission et al. (Re Cdn. Tire Corp.) (1987), 35 B.L.R. 117 212

Brant Investments Ltd. et al. v. KeepRite Inc. et al. 3 O.R. (3d) 289 (C.A.) 217